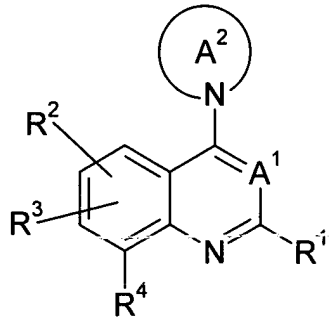
IN THE CLAIMS:

1. (Currently Amended) A compound selected from the group consisting of compounds of Formula I



I

wherein

R^1 is alkyl, cycloalkyl, aralkyl or trifluoroalkyl;

R^2 is hydrogen, alkyl, alkoxy, hydroxy, halogen, trifluoroalkyl, difluoroalkoxy or trifluoroalkoxy;

R^3 is aryl or heteroaryl;

R^4 is hydrogen;

R^5 is hydrogen, alkyl or aralkyl;

R^6 and R^7 are each independently hydrogen or alkyl;

A^1 is CH ~~or N~~;

A^2 is ~~a 4- to 10- membered heterocylic ring~~ pyrolidine, piperidine, 3-4-dihydro-1H-isoquinoline, or azepane, each of which is optionally substituted with a group selected from the group consisting of alkyl, hydroxy, alkoxy, alkoxyalkyl, alkoxyalkoxy, hydroxyalkoxy, -$COOR^5$ and~~or~~ –$CONR^6R^7$;

pharmaceutically acceptable salts of compounds of Formula I, pharmaceutically acceptable solvates of compounds of Formula I and pharmaceutically acceptable esters of compounds of Formula I.

2. (Original) The compound according to claim 1, wherein R^2 is hydrogen.

3. (Original) The compound according to claim 1, wherein R^1 is alkyl.

4. (Original) The compound according to claim 3, wherein R^1 is methyl.

5. (Original) The compound according to claim 1, wherein R^3 is attached at the 7-position of the quinoline or quinazoline ring.

6. (Original) The compound according to claim 1, wherein A^1 is CH.

7. (Canceled)

8. (Original) The compound according to claim 1, wherein R^3 is unsubstituted phenyl, thiophenyl, pyridinyl, pyrimidinyl, 1H-indolyl, benzofuryl, benzothiophenyl or naphthyl or R^3 is phenyl, thiophenyl, pyridinyl, pyrimidinyl, 1H-indolyl, benzofuryl, benzothiophenyl or naphthyl, substituted with one to three substituents each independently selected from halogen, trifluoromethyl, amino, alkoxy, methylendioxy, alkylcarbonyl, cyano, alkyl, nitro, hydroxy, trifluoromethoxy, alkylsulfanyl, alkenyl, alkoxycarbonyl, aryloxy, alkoxycarbonylamino, alkylcarbonylamino and aminocarbonyl.

9. (Original) The compound according to claim 8, wherein R^3 is unsubstituted thiophenyl, pyridinyl or naphthyl or R^3 is phenyl or thiophenyl substituted with one or two substituents each independently selected from halogen, trifluoromethyl, alkoxy, alkylcarbonyl, cyano and hydroxy.

10. (Canceled)

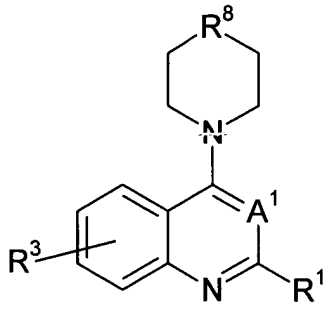
11. (Currently Amended) The compound according to claim 10, wherein A^2 is pyrrolidine, piperidine, ~~morpholine, piperazine,~~ 3,4-dihydro 1H isoquinoline or azepane ring, wherein these rings are optionally substituted with alkyl.

12. (Original) The compound according to claim 11, selected from the group consisting of 4-(3,4-dihydro-1H-isoquinolin-2-yl)-2-methyl-7-(3-trifluoromethyl-phenyl)-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.

13. (Original) The compound according to claim 12, which is 4-(3,4-dihydro-1H-isoquinolin-2-yl)-2-methyl-7-(3-trifluoromethyl-phenyl)-quinoline.

14. (Currently Amended) A compound selected from the group consisting of

compounds of Formula Ia



Ia

wherein

R^1 is lower alkyl;

R^3 is aryl or heteroaryl attached at the 5, 6 or 7-position of the quinoline or quinazoline ring;

A^1 is CH ~~or N~~;

R^8 is a bond, or lower ~~alkyl~~alkylene~~, O, N or N-alkyl~~;

pharmaceutically acceptable salts of compounds of Formula Ia, and

pharmaceutically acceptable esters of compounds of Formula Ia.

15. (Original) The compound according to claim 14, wherein R^3 is unsubstituted phenyl, thiophenyl, pyridinyl, pyrimidinyl, 1H-indolyl, benzofuryl, benzothiophenyl or naphthyl or R^3 is phenyl, thiophenyl, pyridinyl, pyrimidinyl, 1H-indolyl, benzofuryl, benzothiophenyl or naphthyl, substituted with one to three substituents each independently selected from halogen, trifluoromethyl, amino, alkoxy, methylendioxy, alkylcarbonyl, cyano, alkyl, nitro, hydroxy, trifluoromethoxy, alkylsulfanyl, alkenyl, alkoxycarbonyl, aryloxy, alkoxycarbonylamino, alkylcarbonylamino and aminocarbonyl.

16. (Canceled)

17. (Currently Amended) The compound according to claim ~~16~~15, wherein R^3 is attached at the 7-position of the quinoline ring.

18. (Original) The compound according to claim 17, wherein R^8 is a bond.

19. (Original) The compound according to claim 18, wherein R^3 is an unsubstituted group selected from the group consisting of phenyl, thiophenyl, pyridinyl, pyrimidinyl, 1H-indolyl, benzofuryl, benzothiophenyl and naphthyl.

20. (Original) The compound according to claim 19, selected from the group consisting of 2-methyl-7-phenyl-4-pyrrolidin-1-yl-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.

21. (Original) The compound according to claim 20, which is 2-methyl-7-phenyl-4-pyrrolidin-1-yl-quinoline.

22. (Original) The compound according to claim 19, selected from the group consisting of 2-methyl-4-pyrrolidin-1-yl-7-thiophen-2yl-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.

23. (Original) The compound according to claim 22, which is 2-methyl-4-pyrrolidin-1-yl-7-thiophen-2yl-quinoline.

24. (Original) The compound according to claim 19, selected from the group consisting of 2-methyl-7-pyridin-3-yl-4-pyrrolidin-1-yl-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.

25. (Original) The compound according to claim 24, which is 2-methyl-7-pyridin-3-yl-4-pyrrolidin-1-yl-quinoline.

26. (Original) The compound according to claim 19, selected from the group consisting of 2-methyl-7-pyrimidin-5-yl-4-pyrrolidin-1-yl-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.

27. (Original) The compound according to claim 26, which is 2-methyl-7-pyrimidin-5-yl-4-pyrrolidin-1-yl-quinoline.

28. (Original) The compound according to claim 18, wherein R^3 is selected from the group consisting of phenyl, thiophenyl, pyridinyl, pyrimidinyl, 1H-indolyl, benzofuryl, benzothiophenyl and naphthyl, and is substituted with one to three substituents;
wherein each substituent is selected from the group consisting of halogen, trifluoromethyl, amino, alkoxy, methylendioxy, alkylcarbonyl, cyano, alkyl, nitro, hydroxy, trifluoromethoxy, alkylsulfanyl, alkenyl, alkoxycarbonyl, aryloxy, alkoxycarbonylamino, alkylcarbonylamino and aminocarbonyl.

29. (Original) The compound according to claim 28, selected from the group consisting of 7-(3-chloro-phenyl)-2-methyl-4-pyrrolidin-1-yl-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.

30. (Original) The compound according to claim 29, which is 7-(3-chloro-phenyl)-2-methyl-4-pyrrolidin-1-yl-quinoline.

31. (Original) The compound according to claim 28, selected from the group consisting of 2-methyl-4-pyrrolidin-1-yl-7-(3-trifluoromethyl-phenyl)-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.

32. (Original) The compound according to claim 31, which is 2-methyl-4-pyrrolidin-1-yl-7-(3-trifluoromethyl-phenyl)-quinoline.

33. (Original) The compound according to claim 28, selected from the group consisting of 3-(2-methyl-4-pyrrolidin-1-yl-quinoline-7-yl)-phenylamine, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.

34. (Original) The compound according to claim 33, which is 3-(2-methyl-4-pyrrolidin-1-yl-quinoline-7-yl)-phenylamine.

35. (Original) The compound according to claim 28, selected from the group consisting of 1-[4-(2-methyl-4-pyrrolidin-1-yl-quinoline-7-yl)-phenyl]-ethanone, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.

36. (Original) The compound according to claim 35, which is 1-[4-(2-methyl-4-pyrrolidin-1-yl-quinoline-7-yl)-phenyl]-ethanone.

37. (Original) The compound according to claim 28, selected from the group consisting of 7-(4-methoxy-phenyl)-2-methyl-4-pyrrolidin-1-yl-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.

38. (Original) The compound according to claim 37, which is 7-(4-methoxy-phenyl)-2-methyl-4-pyrrolidin-1-yl-quinoline.

39-47. (Canceled)

48. (CurrentlyAmended) The compound according to claim 17, wherein R^8 is lower alkylene ~~alkyl~~.

49. (Currently Amended) The compound according to claim 48, wherein R^8 ~~and R^9 together form a methyl~~ is a methylene group.

50. (Original) The compound according to claim 49, wherein R^3 is an unsubstituted group selected from the group consisting of phenyl, thiophenyl, pyridinyl, pyrimidinyl, 1H-indolyl, benzofuryl, benzothiophenyl and naphthyl.

51. (Original) The compound according to claim 50, selected from the group consisting of 2-methyl-4-piperidin-1-yl-7-thiophen-2-yl-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.

52. (Original) The compound according to claim 51, which is 2-methyl-4-piperidin-1-yl-7-thiophen-2-yl-quinoline.

53. (Original) The compound according to claim 50, selected from the group consisting of 2-methyl-7-phenyl-4-piperidin-1-yl-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.

54. (Original) (Original) The compound according to claim 53, which is 2-methyl-7-phenyl-4-piperidin-1-yl-quinoline.

55. (Original) The compound according to claim 50, selected from the group consisting of 7-(1H-indol-5-yl)-2-methyl-4-piperidin-1-yl-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.

56. (Original) The compound according to claim 55, which is 7-(1H-indol-5-yl)-2-methyl-4-piperidin-1-yl-quinoline.

57. (Original) The compound according to claim 50, selected from the group consisting of 2-methyl-4-piperidin-1-yl-7-pyridin-3-yl-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.

58. (Original) The compound according to claim 57, which is 2-methyl-4-piperidin-1-yl-7-pyridin-3-yl-quinoline.

59. (Original) The compound according to claim 49, wherein R^3 is selected from the group consisting of phenyl, thiophenyl, pyridinyl, pyrimidinyl, 1H-indolyl, benzofuryl, benzothiophenyl and naphthyl, and is substituted with one to three substituents; wherein each substituent is selected from the group consisting of halogen, trifluoromethyl, amino, alkoxy, methylendioxy, alkylcarbonyl, cyano, alkyl, nitro, hydroxy, trifluoromethoxy, alkylsulfanyl, alkenyl, alkoxycarbonyl, aryloxy, alkoxycarbonylamino, alkylcarbonylamino and aminocarbonyl.

60. (Original) The compound according to claim 59, selected from the group consisting of 2-methyl-4-piperidin-1-yl-7-(3-trifluoromethyl-phenyl)-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.

61. (Original) The compound according to claim 60, which is 2-methyl-4-piperidin-1-yl-7-(3-trifluoromethyl-phenyl)-quinoline.

62. (Original) The compound according to claim 59, selected from the group consisting of 7-(3-choro-phenyl)-2-methyl-4-piperidin-1-yl-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.

63. (Original) The compound according to claim 62, which is 7-(3-choro-phenyl)-2-methyl-4-piperidin-1-yl-quinoline.

64. (Original) The compound according to claim 59, selected from the group consisting of 1-[4-(2-methyl-4-piperidin-1-yl-quinolin-7-yl)-phenyl]-ethanone, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.

65. (Original) The compound according to claim 64, which is 1-[4-(2-methyl-4-piperidin-1-yl-quinolin-7-yl)-phenyl]-ethanone.

66. (Original) The compound according to claim 59, selected from the group consisting of 3-(2-methyl-4-piperidin-1-yl-quinolin-7-yl)-phenylamine, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.

67. (Original) The compound according to claim 66, which is 3-(2-methyl-4-piperidin-1-yl-quinolin-7-yl)-phenylamine.

68. (Original) The compound according to claim 59, selected from the group consisting of 7-(4-methoxy-phenyl)-2-methyl-4-piperidin-1-yl-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.

69. (Original) The compound according to claim 68, which is 7-(4-methoxy-phenyl)-2-methyl-4-piperidin-1-yl-quinoline.

70. (Currently Amended) The compound according to claim 48, wherein R^8 is an ~~ethyle~~ ethylene group.

71. (Original) The compound according to claim 70, wherein R^3 is an unsubstituted group selected from the group consisting of phenyl, thiophenyl, pyridinyl, pyrimidinyl, 1H-indolyl, benzofuryl, benzothiophenyl and naphthyl.

72. (Original) The compound according to claim 70, wherein R^3 is selected from the group consisting of phenyl, thiophenyl, pyridinyl, pyrimidinyl, 1H-indolyl, benzofuryl, benzothiophenyl and naphthyl, and is substituted with one to three substituents; wherein each substituent is selected from the group consisting of halogen, trifluoromethyl, amino, alkoxy, methylendioxy, alkylcarbonyl, cyano, alkyl, nitro, hydroxy, trifluoromethoxy, alkylsulfanyl, alkenyl, alkoxycarbonyl, aryloxy, alkoxycarbonylamino, alkylcarbonylamino and aminocarbonyl.

73. (Original) The compound according to claim 72, selected from the group consisting of 4-azepan-1-yl-2-methyl-7-(3-trifluoromethyl-phenyl)-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.

74. (Original) The compound according to claim 73, which is 4-azepan-1-yl-2-methyl-7-(3-trifluoromethyl-phenyl)-quinoline.

75. (Currently Amended) The compound according to claim ~~1615~~, wherein R^3 is attached at the 6-position of the quinoline ring.

76. (Original) The compound according to claim 75, wherein R^8 is a bond.

77. (Original) The compound according to claim 76, selected from the group consisting of 6-(3-chloro-phenyl)-2-methyl-4-pyrrolidin-1-yl-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.

78. (Original) The compound according to claim 77, which is 6-(3-chloro-phenyl)-2-methyl-4-pyrrolidin-1-yl-quinoline.

79-81. (Canceled)

82. (Currently Amended) The compound according to claim 75, wherein R^8 is lower ~~alkyl~~ alkylene.

83. (Currently Amended) The compound according to claim ~~16~~15, wherein R^3 is attached at the 5-position of the quinoline ring.

84. (Original) The compound according to claim 83, wherein R^8 is a bond.

85. (Original) The compound according to claim 84, selected from the group consisting of 5-(3-chloro-phenyl)-2-methyl-4-pyrrolidin-1-yl-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.

86. (Original) The compound according to claim 85, which is 5-(3-chloro-phenyl)-2-methyl-4-pyrrolidin-1-yl-quinoline.

87-91. (Canceled)

92. (Currently Amended) The compound according to claim 83, wherein R^8 is lower ~~alkyl~~ alkylene.

93. (Original) The compound according to claim 92, selected from the group consisting of 5-(3-chloro-phenyl)-2-methyl-4-piperidin-1-yl-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.

94. (Original) The compound according to claim 93, which is 5-(3-chloro-phenyl)-2-methyl-4-piperidin-1-yl-quinoline.

95. (Original) The compound according to claim 92, selected from the group consisting of 2-methyl-4-piperidin-1-yl-5-(3-trifluoromethyl-phenyl)-quinoline, pharmaceutically acceptable salts thereof and pharmaceutically acceptable esters thereof.

96. (Original) The compound according to claim 95, which is 2-methyl-4-piperidin-1-yl-5-(3-trifluoromethyl-phenyl)-quinoline.

97-145. (Canceled)